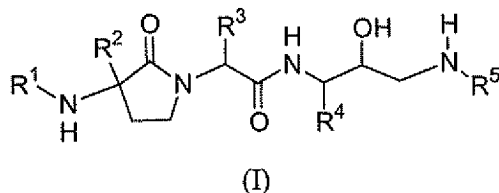


**CLAIMS**

1. (original) A compound of Formula (I)



or a stereoisomer; or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is selected from the group consisting of

-C(=O)R<sup>1a</sup>, -S(=O)R<sup>1a</sup>, -S(=O)<sub>2</sub>R<sup>1a</sup>, -C(=O)OR<sup>1a</sup>,  
-C(=O)NHR<sup>1a</sup>, and C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with R<sup>1b</sup>;

R<sup>1a</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with R<sup>1b</sup>;

R<sup>1b</sup> is independently selected from the group consisting of halogen, -CF<sub>3</sub>, -OCF<sub>3</sub>,  
-CO<sub>2</sub>R<sup>6</sup>, -C(=O)NR<sup>6</sup>R<sup>6</sup>, -NR<sup>6</sup>C(=O)R<sup>6</sup>, -NR<sup>6</sup>R<sup>6</sup>, -NR<sup>6</sup>SO<sub>2</sub>R<sup>6</sup>, -C(=O)R<sup>6</sup>, -S(=O)R<sup>6</sup>,  
-SO<sub>2</sub>R<sup>6</sup>, -SO<sub>2</sub>NR<sup>6</sup>R<sup>6</sup>, -SR<sup>6</sup>, -S(C<sub>1</sub>-C<sub>4</sub> haloalkyl), -OR<sup>6</sup>, -O(C<sub>1</sub>-C<sub>4</sub> haloalkyl),  
-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, -imidazole, -thiazole, -oxazole, -(C<sub>2</sub>-C<sub>6</sub>)alkenyl, and  
-(C<sub>2</sub>-C<sub>6</sub>)alkynyl;

R<sup>2</sup> is selected from the group consisting of

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, and  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl in which each group is optionally substituted with halogen, -CF<sub>3</sub>,  
-OCF<sub>3</sub>, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, or -(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl;

R<sup>3</sup> is selected from the group consisting of

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, and C<sub>2</sub>-C<sub>4</sub> alkynyl optionally substituted with R<sup>3a</sup>, or phenyl optionally substituted with R<sup>3b</sup>;

R<sup>3a</sup> is selected from the group consisting of R<sup>3b</sup>, C<sub>3</sub>-C<sub>6</sub> cycloalkyl optionally substituted with R<sup>3b</sup>, phenyl optionally substituted with R<sup>3b</sup>, and 3,4-methylenedioxyphenyl;

R<sup>3b</sup> is independently selected at each occurrence from the group consisting of halogen, -NO<sub>2</sub>, -CN, -C<sub>1</sub>-C<sub>4</sub>alkyl, -OH, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -SCF<sub>3</sub>, -C(=O)R<sup>6</sup>, -NR<sup>6</sup>C(=O)R<sup>6</sup>, -NR<sup>6</sup>SO<sub>2</sub>R<sup>6</sup>, -NR<sup>6</sup>R<sup>6</sup>, -OC(=O)NR<sup>6</sup>R<sup>6</sup>, -NR<sup>6</sup>C(=O)NR<sup>6</sup>R<sup>6</sup>, -C(=O)NR<sup>6</sup>R<sup>6</sup>, -C(=O)OR<sup>6</sup>, -SR<sup>6</sup>, -S(=O)R<sup>6</sup>, -S(=O)<sub>2</sub>R<sup>6</sup>, and -S(=O)<sub>2</sub>NR<sup>6</sup>R<sup>6</sup>;

R<sup>4</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, and C<sub>2</sub>-C<sub>4</sub> alkynyl optionally substituted with R<sup>4a</sup>;

R<sup>4a</sup> is selected from R<sup>4b</sup>, or phenyl optionally substituted with R<sup>4b</sup>;

R<sup>4b</sup> is selected from the group consisting of halogen, -NO<sub>2</sub>, -CN, -NCS, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -SCF<sub>3</sub>, -OH, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -SH, -SCH<sub>3</sub>, -SCH<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -NH(CH<sub>3</sub>), -N(CH<sub>3</sub>)<sub>2</sub>, -C(=O)NH<sub>2</sub>, -C(=O)NH(CH<sub>3</sub>), -C(=O)N(CH<sub>3</sub>)<sub>2</sub>, -C(=O)H, -C(=O)CH<sub>3</sub>, -NHC(=O)CH<sub>3</sub>, and -NHSO<sub>2</sub>CH<sub>3</sub>;

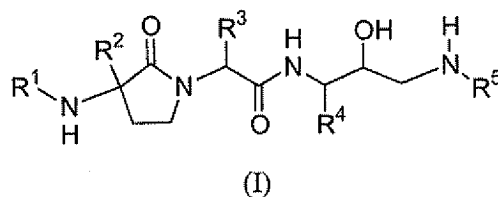
R<sup>5</sup> is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with R<sup>5a</sup>;

R<sup>5a</sup> is selected from the group consisting of R<sup>5b</sup>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, and phenyl optionally substituted with R<sup>5b</sup>;

$R^{5b}$  is selected from the group consisting of  $R^6$ , halogen,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $-\text{NO}_2$ ,  $-\text{NCS}$ ,  $-\text{OCF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{C}(=\text{O})\text{H}$ ,  $-\text{OR}^6$ ,  $-\text{NR}^6\text{R}^6$ ,  $-\text{OC}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{NR}^6\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{C}(=\text{O})\text{OR}^6$ ,  $-\text{SR}^6$ ,  $-\text{S}(=\text{O})\text{R}^6$ ,  $-\text{S}(=\text{O})_2\text{R}^6$ , and  $-\text{S}(=\text{O})_2\text{NR}^6\text{R}^6$ ; and

$R^6$  is independently selected at each occurrence from the group consisting of hydrogen,  $\text{C}_1$ - $\text{C}_6$  alkyl and phenyl.

2. (original) The compound of Claim 1 having the Formula (I)



or a stereoisomer; or a pharmaceutically acceptable salt thereof, wherein

$R^1$  is selected from the group consisting of  $-\text{C}(=\text{O})\text{R}^{1a}$ ,  $-\text{S}(=\text{O})\text{R}^{1a}$ ,  $-\text{S}(=\text{O})_2\text{R}^{1a}$ ,  $-\text{C}(=\text{O})\text{OR}^{1a}$ , and  $-\text{C}(=\text{O})\text{NHR}^{1a}$ ;

$\text{R}^{1a}$  is  $\text{C}_1$ - $\text{C}_6$  alkyl optionally substituted with  $\text{R}^{1b}$ ;

$\text{R}^{1b}$  is independently selected from the group consisting of halogen,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CO}_2\text{R}^6$ ,  $-\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{NR}^6\text{C}(=\text{O})\text{R}^6$ ,  $-\text{NR}^6\text{R}^6$ ,  $-\text{OR}^6$ ,  $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$ ,  $-\text{imidazole}$ ,  $-\text{thiazole}$ ,  $-\text{oxazole}$ ,  $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ , and  $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ ;

$\text{R}^2$  is selected from the group consisting of

$\text{C}_1$ - $\text{C}_4$  alkyl,  $\text{C}_2$ - $\text{C}_4$  alkenyl,  $\text{C}_2$ - $\text{C}_4$  alkynyl, and

$\text{C}_3$ - $\text{C}_6$  cycloalkyl in which each group is optionally substituted with halogen,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  $-\text{CH}_2\text{CH}_3$ ,  $-\text{OCH}_3$ ,  $-\text{OCH}_2\text{CH}_3$ , or  $\text{C}_3$ - $\text{C}_7$  cycloalkyl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with R<sup>3a</sup>;

R<sup>3a</sup> is selected from the group consisting of R<sup>3b</sup>,

C<sub>3</sub>-C<sub>6</sub> cycloalkyl optionally substituted with R<sup>3b</sup>, phenyl optionally substituted with R<sup>3b</sup>,  
and 3,4-methylenedioxyphenyl;

R<sup>3b</sup> is independently selected at each occurrence from the group consisting of halogen, -NO<sub>2</sub>,

-CN, -C<sub>1</sub>-C<sub>4</sub>alkyl, -OH, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -SCF<sub>3</sub>, -C(=O)R<sup>6</sup>,  
-NR<sup>6</sup>C(=O)R<sup>6</sup>, -NR<sup>6</sup>SO<sub>2</sub>R<sup>6</sup>, -NR<sup>6</sup>R<sup>6</sup>, -OC(=O)NR<sup>6</sup>R<sup>6</sup>, -NR<sup>6</sup>C(=O)NR<sup>6</sup>R<sup>6</sup>,  
-C(=O)NR<sup>6</sup>R<sup>6</sup>, -C(=O)OR<sup>6</sup>, -SR<sup>6</sup>, -S(=O)R<sup>6</sup>, -S(=O)<sub>2</sub>R<sup>6</sup>, and -S(=O)<sub>2</sub>NR<sup>6</sup>R<sup>6</sup>;

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with R<sup>4a</sup>;

R<sup>4a</sup> is R<sup>4b</sup> or phenyl optionally substituted with R<sup>4b</sup>;

R<sup>4b</sup> is selected from the group consisting of halogen,

-NO<sub>2</sub>, -CN, -NCS, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -SCF<sub>3</sub>,  
-OH, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -SH, -SCH<sub>3</sub>, -SCH<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-NH<sub>2</sub>, -NH(CH<sub>3</sub>), -N(CH<sub>3</sub>)<sub>2</sub>, -C(=O)NH<sub>2</sub>, -C(=O)NH(CH<sub>3</sub>), -C(=O)N(CH<sub>3</sub>)<sub>2</sub>, -C(=O)H,  
-C(=O)CH<sub>3</sub>, -NHC(=O)CH<sub>3</sub>, and -NHSO<sub>2</sub>CH<sub>3</sub>;

R<sup>5</sup> is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with R<sup>5a</sup>;

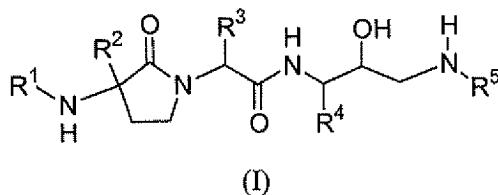
R<sup>5a</sup> is selected from the group consisting of R<sup>5b</sup>,

C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl optionally substituted with R<sup>5b</sup>, and  
phenyl optionally substituted with R<sup>5b</sup>;

R<sup>5b</sup> is selected from the group consisting of R<sup>6</sup>, halogen, -CN, -CF<sub>3</sub>, -NO<sub>2</sub>, -NCS, -OCF<sub>3</sub>,  
-CO<sub>2</sub>H, -C(=O)H, -OR<sup>6</sup>, -NR<sup>6</sup>R<sup>6</sup>, -OC(=O)NR<sup>6</sup>R<sup>6</sup>, -NR<sup>6</sup>C(=O)NR<sup>6</sup>R<sup>6</sup>, -C(=O)NR<sup>6</sup>R<sup>6</sup>,  
-C(=O)OR<sup>6</sup>, -SR<sup>6</sup>, -S(=O)R<sup>6</sup>, -S(=O)<sub>2</sub>R<sup>6</sup>, and -S(=O)<sub>2</sub>NR<sup>6</sup>R<sup>6</sup>; and

$R^6$  is independently selected at each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and phenyl.

3. (original) The compound of Claim 2 having the Formula (I)



or a stereoisomer; or a pharmaceutically acceptable salt thereof, wherein

$R^1$  is selected from the group consisting of  $-C(=O)R^{1a}$ ,  $-S(=O)R^{1a}$ ,  $-S(=O)_2R^{1a}$ ,  $-C(=O)OR^{1a}$ , and  $-C(=O)NHR^{1a}$ ;

$R^{1a}$  is C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with  $R^{1b}$ ;

$R^{1b}$  is independently selected from the group consisting of halogen,  $-CF_3$ ,  $-OCF_3$ ,  $-CO_2R^6$ ,  $-C(=O)NR^6R^6$ ,  $-NR^6C(=O)R^6$ ,  $-NR^6R^6$ ,  $-OR^6$ ,  $-(C_3-C_7)$ cycloalkyl, imidazole, thiazole, oxazole,  $-(C_2-C_6)$ alkenyl, and  $-(C_2-C_6)$ alkynyl;

$R^2$  is selected from the group consisting of

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, and

C<sub>3</sub>-C<sub>6</sub> cycloalkyl in which each group is optionally substituted with halogen,  $-CF_3$ ,  $-OCF_3$ ,  $-CH_3$ ,  $-CH_2CH_3$ ,  $-OCH_3$ ,  $-OCH_2CH_3$ , and C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

$R^3$  is C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with  $R^{3a}$ ;

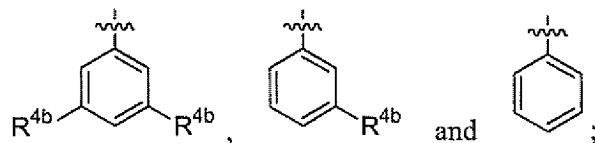
$R^{3a}$  is selected from the group consisting of  $R^{3b}$ , C<sub>3</sub>-C<sub>6</sub> cycloalkyl optionally substituted with  $R^{3b}$ , phenyl optionally substituted with  $R^{3b}$ , and 3,4-methylenedioxyphenyl;

$R^{3b}$  is independently selected at each occurrence from the group consisting of halogen,  $-\text{NO}_2$ ,

$-\text{CN}$ ,  $-(\text{C}_1\text{-C}_4)\text{alkyl}$ ,  $-\text{CF}_3$ ,  $-\text{OH}$ ,  $-\text{OCH}_3$ ,  $-\text{OCH}_2\text{CH}_3$ ,  $\text{OCF}_3$ ,  $-\text{SCF}_3$ ,  $-\text{C}(=\text{O})\text{R}^6$ ,  
 $-\text{NR}^6\text{C}(=\text{O})\text{R}^6$ ,  $-\text{NR}^6\text{SO}_2\text{R}^6$ ,  $-\text{NR}^6\text{R}^6$ ,  $-\text{OC}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{NR}^6\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  
 $-\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{C}(=\text{O})\text{OR}^6$ ,  $-\text{SR}^6$ ,  $-\text{S}(=\text{O})\text{R}^6$ ,  $-\text{S}(=\text{O})_2\text{R}^6$ , and  $-\text{S}(=\text{O})_2\text{NR}^6\text{R}^6$ ;

$R^4$  is  $\text{C}_1\text{-C}_4$  alkyl substituted with  $R^{4a}$ ;

$R^{4a}$  is selected from the group consisting of



$R^{4b}$  is selected from the group consisting of F, Cl, Br,  $-\text{CH}_3$ ,  $-\text{CH}_2\text{CH}_3$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{SCF}_3$ ,

$-\text{OH}$ ,  $-\text{OCH}_3$ ,  $-\text{SH}$ ,  $-\text{SCH}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{CH}_3$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{CH}_3)$ ,  $-\text{N}(\text{CH}_3)_2$ ,  $-\text{C}(=\text{O})\text{NH}_2$ ,  
 $-\text{C}(=\text{O})\text{CH}_3$ , and  $-\text{NHC}(=\text{O})\text{CH}_3$ ;

$R^5$  is  $\text{C}_1\text{-C}_{10}$  alkyl optionally substituted with  $R^{5a}$ ;

$R^{5a}$  is selected from the group consisting of

$R^{5b}$ ,

$\text{C}_3\text{-C}_8$  cycloalkyl optionally substituted with  $R^{5b}$ ,

$\text{C}_2\text{-C}_6$  alkynyl optionally substituted with  $R^{5b}$ , and

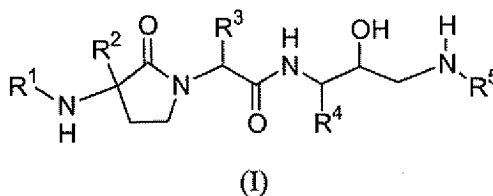
phenyl optionally substituted with  $R^{5b}$ ;

$R^{5b}$  is selected from the group consisting of  $R^6$ , halogen,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $-\text{NO}_2$ ,  $-\text{OCF}_3$ ,

$-\text{CO}_2\text{H}$ ,  $-\text{C}(=\text{O})\text{H}$ ,  $-\text{OR}^6$ ,  $-\text{NR}^6\text{R}^6$ ,  $-\text{OC}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{NR}^6\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  $-\text{C}(=\text{O})\text{NR}^6\text{R}^6$ ,  
 $-\text{C}(=\text{O})\text{OR}^6$ ,  $-\text{SR}^6$ ,  $-\text{S}(=\text{O})\text{R}^6$ ,  $-\text{S}(=\text{O})_2\text{R}^6$ , and  $-\text{S}(=\text{O})_2\text{NR}^6\text{R}^6$ ; and

$R^6$  is independently selected at each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl and phenyl.

4. (original) The compound of Claim 3 having the Formula (I)



or a stereoisomer; or a pharmaceutically acceptable salt thereof, wherein

$R^1$  is selected from the group consisting of  $-C(=O)R^{1a}$ ,  $-S(=O)R^{1a}$ ,  $-S(=O)_2R^{1a}$ ,  $-C(=O)OR^{1a}$ ,  
and  
 $-C(=O)NHR^{1a}$ ;

$R^{1a}$  is  $C_1$ - $C_6$  alkyl optionally substituted with  $R^{1b}$ ;

$R^{1b}$  is independently selected from the group consisting of halogen,  $-CF_3$ ,  $-OCF_3$ ,  $-NR^6R^6$ ,  $-OR^6$ ,  
 $-(C_3-C_7)$ cycloalkyl, imidazole, thiazole, and oxazole;

$R^2$  is selected from the group consisting of  $C_1$ - $C_4$  alkyl optionally substituted with halogen,  $-CF_3$ ,  
 $-OCH_3$ ,  $-OCH_2CH_3$ , or  $C_3$ - $C_7$  cycloalkyl;

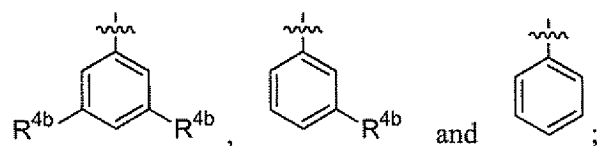
$R^3$  is  $C_1$ - $C_4$  alkyl optionally substituted with  $R^{3a}$ ;

$R^{3a}$  is selected from the group consisting of phenyl optionally substituted with  $R^{3b}$ , and  
3,4-methylenedioxyphenyl;

$R^{3b}$  is independently selected at each occurrence from the group consisting of F, Cl,  $R^6$ ,  $-CF_3$ ,  
OH,  $-OCH_3$ ,  $-OCH_2CH_3$ , and  $-NR^6R^6$ ;

$R^4$  is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with  $R^{4a}$ ;

$R^{4a}$  is selected from the group consisting of



$R^{4b}$  is selected from the group consisting of F, Cl, Br, -CH<sub>3</sub>, -CF<sub>3</sub>, -OH, -OCH<sub>3</sub>, -NH<sub>2</sub>, -NH(CH<sub>3</sub>), and -N(CH<sub>3</sub>)<sub>2</sub>;

$R^5$  is C<sub>1</sub>-C<sub>2</sub> alkyl optionally substituted with  $R^{5a}$ ;

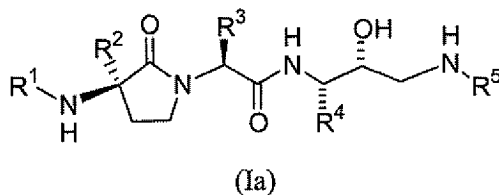
$R^{5a}$  is selected from the group consisting of  $R^{5b}$ ,

C<sub>3</sub>-C<sub>4</sub> cycloalkyl optionally substituted with  $R^{5b}$ , alkynyl, and phenyl optionally substituted with  $R^{5b}$ ;

$R^{5b}$  is selected from the group consisting of  $R^6$ , F, Cl, -CN, -OR<sup>6</sup>, and -NR<sup>6</sup>R<sup>6</sup>; and

$R^6$  is independently selected at each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and phenyl.

5. (original) The stereoisomer compound of Claim 4 having the Formula (Ia)



or a pharmaceutically acceptable salt thereof.



6. (original) The compound of Claim 1 of selected from the group consisting of

(2S)-2-(3(S)-Acetylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-Acetylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-Acetylamino-3-(cyclopropylmethyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-(2(S)-amino-5-carboxypentanoylamino)-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S,2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-(2-methoxy-acetylamino)-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-propionylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-ethoxycarbonylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-methoxycarbonylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-ethylureido-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-(3-hydroxypropionylamino)-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-(4-hydroxybutyrylamino)-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-acetylamino-3-(isobutyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-methoxy-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-acetylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-chloro-benzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-acetylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(propargylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-acetylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3,5-difluorobenzylamino)-propyl]-4-phenyl-butyramide;

(2S)-2-(3(S)-acetylamino-3-((S)-sec-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-((3-trifluoromethylbenzyl)amino)-propyl]-4-phenyl-butyramide;

2-(3(S)-Acetylamino-3(S)-isobutyl-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-benzylamino-propyl]-4-phenyl-butyramide;  
(2S)-2-(3(S)-acetylamino-3-((S)-*sec*-butyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-2-hydroxy-3-(3-fluoro,5-(trifluoromethyl)benzylamino)-propyl]-4-phenyl-butyramide;  
2-(3(S)-Acetylamino-3(S)-isobutyl-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-benzyl-3-(2-cyanoethylamino)-2-hydroxy-propyl]-4-phenyl-butyramide;  
(2S)-2-(3(S)-acetylamino-3-(cyclopropylmethyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-(3-methoxybenzylamino)-propyl]-4-(2-methoxyphenyl)-butyramide;  
(2S)-2-(3(S)-acetylamino-3-(cyclopropylmethyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-(3-methoxybenzylamino)-propyl]-4-(3,4-methylenedioxyphenyl)-butyramide;  
(2S)-2-(3(S)-acetylamino-3-(cyclopropylmethyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-(3-methoxybenzylamino)-propyl]-4-(3-fluorophenyl)-butyramide;  
(2S)-2-(3(S)-acetylamino-3-(cyclopropylmethyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-(3-methoxybenzylamino)-propyl]-4-(4-fluorophenyl)-butyramide;  
and  
(2S)-2-(3(S)-acetylamino-3-(cyclopropylmethyl)-2-oxo-pyrrolidin-1-yl)-N-[(1S, 2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-(3-methoxybenzylamino)-propyl]-4-(3-methoxyphenyl)-butyramide;  
or a pharmaceutically acceptable salt thereof.

7. (original) A pharmaceutical composition for the treatment of disorders responsive to the inhibition of  $\beta$ -amyloid peptide production comprising a therapeutically effective amount of a compound of claim 1 in association with a pharmaceutically acceptable carrier or diluent.

8. (withdrawn) A method for the treatment of disorders responsive to the inhibition of  $\beta$ -amyloid peptide production in a mammal in need thereof, which comprises administering to said mammal a therapeutically effective amount of a compound of claim 1.

9. (withdrawn) A method of of claim 8 wherein said disorder is Alzheimer's Disease, cerebral amyloid angiopathy and Down's Syndrome.